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IB 10-229

**INTERNATIONAL SECTION 214 AUTHORIZATIONS  
FOR ASSIGNMENT OR  
TRANSFER OF CONTROL  
FCC FORM 214TC  
FOR OFFICIAL USE ONLY**

**APPLICANT INFORMATION**

Enter a description of this application to identify it on the main menu:

Amper-eLandia 214 TOC

**1. Legal Name of Applicant**

Name: American Samoa License, Inc. Phone Number: 684-699-2759 x1016  
 DBA Name: Fax Number: 684-699-6593  
 Street: 478 Lafou Shopping Center E-Mail: adolfo.montenegro@bluesky.as  
 P.O. Box 478  
 City: Pago Pago State: AS  
 Country: USA Zipcode: 97699 -0478  
 Attention: Mr Adolfo Montenegro

**2. Name of Contact Representative**

Name: Kent D. Bressie Phone Number: 202-730-1337  
 Company: Wiltshire & Grannis LLP Fax Number: 202-730-1301  
 Street: 1200 18th Street, N.W. E-Mail: kbressie@wiltshiregrannis.com  
 Suite 1200  
 City: Washington State: DC  
 Country: USA Zipcode: 20036-2516  
 Attention: Relationship: Legal Counsel

**CLASSIFICATION OF FILING****3. Choose the button next to the classification that best describes this filing. Choose only one.**☐ a. Assignment of Section 214 Authority

An Assignment of an authorization is a transaction in which the authorization, or a portion of it, is assigned from one entity to another. Following an assignment, the authorization will usually be held by an entity other than the one to which it was originally granted. (See Section 63.24(b).)

☒ b. Transfer of Control of Section 214 Authority

A Transfer of Control is a transaction in which the authorization remains held by the same entity, but there is a change in the entity or entities that control the authorization holder. (See Section 63.24(c).)

☐ c. Notification of Pro Forma Assignment of Section 214 Authority ( No fee required )☐ d. Notification of Pro Forma Transfer of Control of Section 214 Authority ( No fee required )

Date of Consummation: Must be completed if you select c or d.

**4. File Number(s) of Section 214 Authority(ies) for Which You Seek Consent to Assign or Transfer Control.**

Note: If the Section 214 Authorization Holder whose authority is being assigned or transferred does not have an "ITC" File No. under which it is operating, contact the Help Desk for assistance before proceeding further with this application. You cannot enter an "ITC-ASG" or "ITC-T/C" File No. in response to this question. Your response must specify one or more "ITC" File Nos. Relevant "ITC-ASG" or "ITC-T/C" File Nos. should be listed only in Attachment 1 in response to Question 10.

| File                        | File                        | File    | File    | File    | File    | File    | File    |
|-----------------------------|-----------------------------|---------|---------|---------|---------|---------|---------|
| Number: ITC2141998091800671 | Number: ITC2141998120700860 | Number: | Number: | Number: | Number: | Number: | Number: |

**5. Name of Section 214 Authorization Holder**

Name: American Samoa License, Inc. Phone Number: 684-699-2759 x1016  
 DBA Name: Fax Number: 684-699-6593  
 Street: 478 Lafou Shopping Center E-Mail: adolfo.montenegro@bluesky.as  
 P.O. Box 478

City: Pago Pago State: AS  
 Country: USA Zipcode: 97699 -0478  
 Attention: Adolfo Montenegro

## 6. Name of Assignor / Transferor

Name: Mr Pete R Pizarro Phone Number: 305-415-8830  
 DBA Name: Pete R Pizarro Fax Number:  
 Street: 8200 NW 52nd Terrace E-Mail:  
 Suite 102  
 City: Miami State: FL  
 Country: USA Zipcode: 33166 -  
 Attention:

## 7. Name of Assignee / Transferee

Name: Amper, S.A. Phone Number: 34-91-724-3000  
 DBA Name: Fax Number:  
 Street: Calle Marconi, 3 PTM E-Mail: jmartos@amper.es  
 City: Tres Cantos, Madrid State:  
 Country: ESP Zipcode: -  
 Attention: Mr Jose Martos

## 8a. Is a fee submitted with this application?

☒ If Yes, complete and attach FCC Form 159.

If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).

☐ Governmental Entity ☐ Noncommercial educational licensee ☐ Notification of Pro Forma (No fee required.)  
☐ Other (please explain):

## 8b. You must file a separate application for each legal entity that holds one or more Section 214 authorizations to be assigned or transferred.

Fee Classification CUT - Section 214 Authority

## 9. Description (Summarize the nature of the application.)

Application for transfer of control of international Section 214 authority from Pete Pizarro, as trustee of Voting Trust, to Amper, S.A.

## 10. In Attachment 1, please respond to paragraphs (c) and (d) of Section 63.18 with respect to the assignor/transferor and the assignee/transferee. Label your response "Answer to Question 10".

## 11. Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to Section 63.18(h) of the rules?

☒ Yes ☐ No

If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent). Label your response "Answer to Question 11."

## 12. Does the assignee/transferee have any interlocking directorates with a foreign carrier?

☐ Yes ☒ No

If you answered "Yes" to this question, identify each interlocking officer/director in Attachment 1. (See Section 63.09 (g).) Provide the name and position/title of the individual or entity, the name of the foreign carrier, and the country in which the foreign carrier is authorized to operate. Label your response: "Answer to Question 12."

13. Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to Section 63.24(e), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Note: The assignor may retain any or all of its international Section 214 File Nos. In that case, the assignor will continue to hold the international section 214 authorizations that it specifies in response to this question. The ITC-ASG File No. that the Commission assigns to this application will, when granted, constitute Commission authorization of the proposed assignment of assets and/or customers from the assignor to the assignee. Unless Commission grant of the assignment application specifies otherwise, the assignee may provide the same services on the same routes as permitted under the assignor's Section 214 authorization(s), and the assignee may provide such service to any customers it may obtain in the ordinary course of business.

If this filing is not a notification of a *pro forma* assignment or *pro forma* transfer of control, please respond to Questions 14-20 below. (See Section

63.24(d).) Otherwise, you may proceed to Question 21 below.

14. Check "Yes" below if the assignee is a foreign carrier or if, upon consummation of the proposed assignment or transfer of control, the Section 214 holder would be affiliated with a foreign carrier. (See Section 63.18 (i).) The terms "foreign carrier" and "affiliated" are defined in Section 63.09 (d) & (e) of the rules respectively. ☐ Yes ☒ No

If you answered "Yes" to this question, please specify in Attachment 1 each foreign country in which the assignee is a foreign carrier or in which the Section 214 holder, upon consummation, would be affiliated with a foreign carrier. Label your response, "Answer to Question 14."

15. If this application is granted and the proposed assignment or transfer is consummated, would the Section 214 holder be authorized to provide service to any destination country for which any of the following statements is true? ☐ Yes ☒ No

- (1) The Section 214 holder is a foreign carrier in that country; or
  - (2) The Section 214 holder controls a foreign carrier in that country; or
  - (3) Any entity that owns more than 25 percent of the Section 214 holder, or that controls the Section 214 holder, controls a foreign carrier in that country.
  - (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Section 214 holder and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.
- If you answered "Yes" to this question, please specify in Attachment 1 each foreign carrier and country for which any of the above statements would be true. Label your response, "Answer to Question 15."

16. If you answered "Yes" to question 14, do you request classification of the Section 214 holder as a "non-dominant" carrier, upon consummation of the proposed transaction, between the United States and *any or all* countries listed in response to Question 14? See Section 63.10 of the rules. ☒ Yes ☐ No

If you answered "Yes" to this question, you must provide information in Attachment 1 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination country route where it would be a foreign carrier, or would be affiliated with a foreign carrier and for which you request non-dominant classification. Label your response, "Answer to Question 16."

17. If you answered "Yes" to question 14 and you have not provided information in response to Question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination route where it would be a foreign carrier, or be affiliated with a foreign carrier, check "Yes" below to certify that the assignee/transferee agrees to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in the provision of international service between the United States and any foreign country(ies) for which you have not provided the required information.

☐ Yes, I certify that I agree to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in my provision of international service between the United States and the following foreign country(ies):

☒ No, Does not apply.

18. If you answered "Yes" to question 15, and if you have not provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules in its provision of service to each of the countries identified in response to question 15, the Section 214 holder may not be eligible to provide international telecommunications service between the U.S. and each such country following consummation of the assignment or transfer. In order to determine whether the public interest would be served by authorizing service on these U.S.-destination country routes, the assignee/transferee must provide information, in Attachment 1, to satisfy one of the showings specified in Section 63.18(k) of the rules. Label your response, "Answer to Question 18."

19. *If the assignee, or the Section 214 holder that is the subject of this transfer of control application, is a provider of Commercial Mobile Radio Services, you need not answer this question.*

If any of the Section 214 authorization(s) that would be assigned or transferred, authorize the Section 214 holder to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country listed in response to question 14, and unless you have provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10(a)(3) of the rules for each country, check "Yes" below to certify that the assignee/transferee will file the quarterly traffic reports required by Section 43.61(c) of the rules; and/or state in Attachment 1 that the foreign carrier(s) for which the applicant has not made a showing under Section 63.10(c)(3) do(es) not collect settlement payments from U.S. international carriers. (See Section 63.18(l).)

☐ Yes, I certify that I agree to comply with the quarterly traffic reporting requirements set forth in section 43.61(c) of the rules.

20. If the applicant desires streamlined processing pursuant to Section 63.12 of the rules, provide in Attachment 1 a statement of how the application qualifies for streamlined processing. (See Section 63.18(p).) Note that, if the application is being filed in connection with a sale of assets or reorganization of a carrier or its parent pursuant to the U.S. bankruptcy laws, the application may not be eligible for streamlined processing until final bankruptcy court approval of the proposed sale or reorganization.

**Applicant certifies that its responses to questions 21 through 25 are true:**

21. The assignee/transferee certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future. ☒ Yes ☐ No

22. By signing this application, the undersigned certify either (1) that the authorization(s) will not be assigned or that control of the authorization(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to the notification procedures for *pro forma* transactions under Section 63.24 of the rules. The assignee/transferee also acknowledges that the Commission must be notified by letter within 30 days of a consummation or of a decision not to consummate. (See Section 63.24(e)(4).) ☒ Yes ☐ No

|   |  |
|---|--|
| 23. If this filing is a notification of a <i>pro forma</i> assignment or transfer of control, the undersigned certify that the assignment or transfer of control was <i>pro forma</i> and that, together with all previous <i>pro forma</i> transactions, does not result in a change in the actual controlling party.  | <input type="radio"/> Yes <input type="radio"/> No<br><input checked="" type="radio"/> Not a Pro Forma |
| 24. The undersigned certify that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.  | <input checked="" type="radio"/> Yes <input type="radio"/> No  |
| 25. The assignee/transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. 1/2 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR 1/2 1.2002(b), for the definition of "party to the application" as used in this certification. | <input checked="" type="radio"/> Yes <input type="radio"/> No  |

## CERTIFICATION

|  |  |
|--|--|
| 26. Printed Name of Assignor / Transferor<br>Pete R. Pizarro   | 29. Printed Name of Assignee / Transferee<br>Jose Martos Martinez  |
| 27. Title (Office Held by Person Signing)<br>CEO   | 30. Title (Office Held by Person Signing)<br>General Counsel   |
| 28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files)<br>Pete R. Pizarro  | 31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files)<br>Jose Martos Martinez |
| <b>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</b> |  |

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Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554

*In the Matter of*

AMERICAN SAMOA LICENSE, INC.  
*Licensee,*

PETE R. PIZARRO, Individually and as Trustee  
of that certain Voting Trust Agreement  
between Pete R. Pizarro and Stanford  
International Bank Ltd.,  
*Transferor,*

*and*

AMPER, S.A.,  
*Transferee*

Application for Consent to Transfer Control of  
Telecommunications Carriers Authorized to  
Provide Global Facilities-Based and Global  
Resale International Telecommunications  
Services Pursuant to Section 214 of the  
Communications Act of 1934, as Amended

File No. ITC-T/C-2010 \_\_\_\_\_

**JOINT APPLICATION FOR TRANSFER OF CONTROL –  
STREAMLINED PROCESSING REQUESTED**

Pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”) and  
Section 63.24 of the Commission’s rules, American Samoa License, Inc. (“ASLI” FRN  
0001843432) and Pete R. Pizarro (“Mr. Pizarro” or “Transferor,” FRN 0019470681), and  
Amper, S.A., (“Amper” or “Transferee,” FRN 0020086716) (together with ASLI and Mr.

Pizarro, the “Applicants”) request that the Commission consent to the transfer of control of ASLI from Mr. Pizarro to Amper.<sup>1</sup>

On July 29, 2010, eLandia International, Inc. (“eLandia”)—the indirect parent company of ASLI, controlled by Mr. Pizarro—and Amper entered into an agreement whereby Amper will acquire approximately 84.88 percent of the issued and outstanding stock of eLandia, thereby acquiring control of ASLI (the “Proposed Acquisition”). This transaction is subject to regulatory approval in the United States and is expected to close in December 2010.

This application qualifies for streamlined processing under Section 1.767(k) of the Commission’s rules, and the Applicants therefore request such treatment. The application raises no competition or other public-interest concerns.

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<sup>1</sup> See 47 U.S.C. § 214; 47 C.F.R. § 63.24. Concurrently with this application, eLandia and its subsidiaries and Amper have filed applications to transfer control of: (1) transmit-receive satellite earth station authorizations held by AST Telecom, LLC, d/b/a/ Blue Sky, and ASLI; (2) wireless licenses held by Blue Sky and ASLI; and (3) a cable landing license held by American Samoa Hawaii Cable, LLC (“ASHC”), Blue Sky, and Samoa American Samoa Cable, LLC (“SASC”). eLandia Technologies, Inc. (“ELT”) does not presently offer any telecommunications services (whether domestic or international). Because it does not rely on the blanket authorization in Section 63.01 of the Commission’s rules, no parallel request of the Wireline Competition Bureau, pursuant to Section 63.03 of the Commission’s rules, is required. See 47 C.F.R. §§ 63.01, 03. In addition, ELT surrendered its international Section 214 authorization (FCC File No. ITC-214-20040824-00350), effective October 5, 2010. ELT had sought and received international Section 214 authority in connection with a wireless business that ELT never fully developed, and the FCC radio licenses for which were transferred in 2006 and 2009 (See ULS File Nos. 0002795946 and 0003920619). ELT had no customers at the time of those transfers. ELT now operates purely as a holding company. Because it does not provide any international telecommunications services to any customer, ELT need not comply with the requirements of 47 C.F.R. § 63.19. ASLI is not required to make a parallel request of the Wireline Competition Bureau pursuant to Section 63.03 of the Commission’s rules, as it is a CMRS provider that has filed a concurrent application pursuant to Section 310(d) to transfer control of Title III radio communication licenses. See 47 U.S.C. 310(d); *See Implementation of Sections 3(n) and 332 of the Communications Act—Regulatory Treatment of Mobile Services*, Second Report and Order, 9 FCC Rcd. 1411, ¶ 182 (1994); 47 C.F.R. § 20.15(b)(3).

## **I. BACKGROUND**

### **A. Parties to the Transaction**

***American Samoa License, Inc.***: ASLI is an American Samoa corporation headquartered in Pago Pago, American Samoa and provider of commercial mobile radio services in American Samoa. ASLI holds an international Section 214 authorization for global or limited global facilities-based service (FCC File No. ITC-214-19981207-00860) and an international section 214 authorization for global resale service (FCC File No. ITC-214-19980918-00671).<sup>2</sup> ASLI is a wholly owned direct subsidiary of AST Telecom, LLC d/b/a Blue Sky Communications, a Delaware limited-liability company (“Blue Sky”). Blue Sky is a wholly-owned, direct subsidiary of eLandia.

***eLandia International, Inc.***: eLandia is the indirect parent company of ASLI and a diversified holding company with investments in the information technology and communications sectors. eLandia is a Delaware corporation headquartered in Miami, Florida.

***Pete R. Pizarro***: Mr. Pizarro presently controls eLandia through a voting trust, described below. Mr. Pizarro is also an individual shareholder of eLandia, holding approximately 2.75 percent of the issued and outstanding common shares of eLandia. Mr. Pizarro is the Chief Executive Officer of eLandia, and is a U.S. citizen.

The Voting Trust was established as part of eLandia’s capital structure reorganization in February 2009. That transaction replaced Stanford International Bank Limited (“SIBL”) as the majority owner of eLandia. SIBL was issued Voting Trust Certificates in exchange for SIBL’s shares of eLandia. SIBL has become subject to a receivership imposed by the United States

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<sup>2</sup> *Overseas Common Carrier Section 214 Applications and Section 310(b)(4); Actions Taken*, Public Notice, Report No. TEL-00059, 14 FCC Rcd. 4996 (1999); *Overseas Common Carrier Section 214 Applications and Section 310(b)(4); Actions Taken*, Public Notice, Report No. TEL-00031, 13 FCC Rcd. 22,621 (1998).

District Court for the Northern District of Texas in connection with a lawsuit by the Securities and Exchange Commission. The Receiver has “complete and exclusive control, possession, and custody” of “the assets, monies, securities, properties, real and personal, tangible and intangible, or whatever kind and description, wherever located” of SIBL.<sup>3</sup> The Receiver confirmed by letter dated June 2, 2009, to Pete Pizarro that “the assets and business operations of eLandia and its subsidiaries are *not* part of the Receivership Estate. The Voting Trust Certificates are, however, a part of the Receivership Estate.”<sup>4</sup>

The Voting Trust now holds 44.75 percent of the common stock of eLandia, and also holds non-voting preferred stock of eLandia. Under the Voting Trust, Mr. Pizarro is given discretion to vote the eLandia common stock held by the Voting Trust on most matters (and the Voting Trust Agreement sets forth voting requirements on other matters). Because Mr. Pizarro individually also owns 2.75 percent of the outstanding common stock of eLandia, Mr. Pizarro now exercises the right to vote 47.50 percent of the voting shares of eLandia, and has control of eLandia pursuant to the Communications Act of 1934, as amended, and the Commission’s rules and regulations.<sup>5</sup>

The Voting Trust agreement provides that Mr. Pizarro, as trustee, has both the “duty” and “the full power and authority” to vote the shares in the Voting Trust as in the judgment of the trustee may be for the best interest of eLandia “at all meetings of the stockholders” of eLandia

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<sup>3</sup> See Amended Order Appointing Receiver, *Securities and Exchange Commission v. Stanford Int’l Bank, Ltd.*, Case No. 3-09-cv-0298-N (N.D. Tex Mar. 12, 2009.), at ¶¶ 1, 4.

<sup>4</sup> See Letter from Ralph S. Janvey, Receiver, to Pete R. Pizarro, CEO, eLandia International, Inc. (June 2, 2009) (emphasis added), *filed as attachment to* SEC Form 8-K filed by eLandia International, Inc. (June 3, 2009).

<sup>5</sup> See *Stratos Global Corporation, Transferor, Robert M. Franklin, Transferee, Consolidated Application for Consent to Transfer of Control*, Memorandum Opinion and Order and Declaratory Ruling, 22 FCC Rcd. 21,328 (Dec. 7, 2007) (holding that trustee with the power to vote shares is deemed to control shares in trust).



and “all actions to be taken by written consent of the stockholders” on any and all matters and questions which may be brought before such meetings, including “in the election of directors.”<sup>6</sup> The only limitation imposed by the Voting Trust on Mr. Pizarro’s voting power is a requirement that Mr. Pizarro vote the shares in trust in the same proportion as the holders of the remaining outstanding shares of common stock present and voting at any meeting of the stockholders with respect to the sale of eLandia whether by merger, consolidation, sale of all or substantially all the assets or other similar transaction and with respect to certain increases to the amount of shares issuable pursuant to a stock option or other equity plan.<sup>7</sup> Because Mr. Pizarro possesses voting control of the shares deposited by SIBL in the Voting Trust, he is deemed to control those shares.<sup>8</sup>

***Amper, S.A.***: Amper is the transferee in the Proposed Acquisition. Amper is a Spanish *sociedad anónima*, i.e., corporation. It operates as a Spanish holding company whose shares trade publicly on the Madrid Stock Exchange under the symbol AMP. Amper’s operating units concentrate in three sectors:

- Amper’s telecoms unit provides network and system integration services for operators, large industrial, financial, and public-sector clients; it also provides access, equipment, and related services to telecommunications operators. Its telecoms unit is currently active in Spain and Brazil. Amper is not a telecommunications carrier in any of the markets where it operates. Following

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<sup>6</sup> Voting Trust Agreement § 4.2(a).

<sup>7</sup> *Id.* § 4.2(b).

<sup>8</sup> Mr. Pizarro may not be terminated as trustee by SIBL. Mr. Pizarro will cease to be trustee when he ceases to be the Chief Executive Officer of eLandia, or upon his resignation, death, disability, bankruptcy, or breach of the Voting Trust. *See id.* § 6.1.

the consummation of the Proposed Acquisition, the eLandia businesses will comprise part of Amper's telecom unit.

- Amper's defense unit designs, produces, integrates and maintains electronic equipment and information and communications systems—including command and control systems and military radio systems—for the defense market. Amper's defense unit is focused on the European market.
- Amper's homeland security unit designs and builds networks and systems to meet the security and critical communication needs. Amper's homeland security unit is focused on the European and Latin American markets.

Amper is headquartered in Madrid.

#### **B. The Proposed Acquisition**

On July 29, 2010, eLandia entered into an agreement ("Contribution Agreement") with Amper, whereby Amper will acquire approximately 84.88 percent of eLandia's issued and outstanding shares and, upon closing, indirectly control ASLI ("Proposed Acquisition"). Following the consummation of the Proposed Acquisition, ASLI will continue to exist as an indirect subsidiary of Amper.

Pursuant to the Contribution Agreement, Amper will acquire 165,705,913 shares of eLandia's newly issued common stock in exchange for the contribution to eLandia by Amper of approximately 90 percent of the outstanding capital stock of Hemisferio Norte, S.A. ("Hemisferio"). Hemisferio owns 100 percent of Hemisferio Sul Participações Ltda. ("Hemisferio Sul"), which owns 88.96 percent of Medidata Informática, S.A. ("Medidata"), which owns 100 percent of XC Comercial e Exportadora Ltda. ("XC," with Hemisferio, Hemisferio Sul, and Medidata, the "Contributed Entities"). The shares of eLandia's common

stock being issued to Amper will represent approximately 84.88 percent of eLandia's issued and outstanding shares of common stock following the closing of the transactions contemplated by the Contribution Agreement. In Exhibit A, the Applicants show the pre-consummation ownership structure of ASLI, ELT, and eLandia. In Exhibit B, the Applicants show the post-consummation ownership structure of ASLI, ELT, and eLandia.<sup>9</sup> In order to explain the consideration in the Proposed Acquisition, in Exhibit C, the Applicants show the pre-consummation Amper/Medidata and eLandia structures. In Exhibit D, the Applicants show the post-consummation ownership structure of Amper/Medidata/eLandia.

In addition, the Contribution Agreement grants eLandia an option to buy Amper's remaining interest in Hemisferio in exchange for an option price of \$8.9 million, payable by the issuance of shares of eLandia common stock at a price per share equal to the fair market value of a share of eLandia common stock as of the date of the exercise of the option ("Hemisferio Option"). eLandia may exercise the Hemisferio Option within six months of the closing of the Proposed Acquisition. eLandia's exercise of the Hemisferio Option would significantly increase Amper's ownership of eLandia.

The Proposed Acquisition will not terminate the ownership interests of eLandia's current shareholders. Rather, the current shareholders' ownership shares will be diluted by eLandia's newly-issued common stock. The Voting Trust also currently holds non-voting preferred stock of eLandia, which will convert to common shares of eLandia as part of the Proposed

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<sup>9</sup> These Exhibits are accurate as of the filing date of this application. Nevertheless, certain ownership-interest changes will occur in the near future—none of which will have a significant impact on the ownership of ASLI. Specifically, Michael Ah Koy will cancel 150,000 shares of his eLandia stock pursuant to a settlement agreement. In addition, Jorge Enrique Alverado Amado has entered into a separation agreement pursuant to which he will surrender all of his 2,500,000 shares of eLandia stock. The Applicants will notify the Commission when each of these two transactions is completed.

Acquisition.<sup>10</sup> In addition, pursuant to the Voting Trust agreement, following the Proposed Acquisition, the Voting Trust will terminate, and ownership of the shares previously held by the Voting Trust will revert to SIBL.<sup>11</sup> The Receiver will have “complete and exclusive control, possession, and custody” of those shares.<sup>12</sup>

The Proposed Acquisition will enhance eLandia’s financial position and that of its operating subsidiaries. ASLI will therefore be better able to deliver international telecommunications services to consumers, including consumers in the remote and economically depressed U.S. territory of American Samoa. Consequently, the Applicants believe that Commission grant of this transfer application will serve the public interest, convenience, and necessity.

## **II. INFORMATION REQUIRED BY SECTIONS 63.18 AND 63.24 OF THE COMMISSION’S RULES**

Pursuant to Sections 63.18 and 63.24(e)(2) of the Commission’s rules, the Applicants provide the following information in support of the Applicants’ request for consent to transfer control of ASLI from Mr. Pizarro to Amper:

### **(a) Applicants’ Names, Addresses, and Telephone Numbers<sup>13</sup>**

The name, address, and telephone number of each Applicant are:

*Licensee:* AMERICAN SAMOA LICENSE, INC.  
P.O. Box 478  
Pago Pago, American Samoa 96799  
+1 684 699 2759

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<sup>10</sup> SIBL holds Voting Trust Certificates which entitle SIBL to dividends and distributions from eLandia, if any, in respect of the shares SIBL deposited in the Voting Trust.

<sup>11</sup> Voting Trust Agreement §§ 7, 8.

<sup>12</sup> See Amended Order Appointing Receiver, *Securities and Exchange Commission v. Stanford Int’l Bank, Ltd.*, Case No. 3-09-cv-0298-N (N.D. Tex Mar. 12, 2009), at ¶ 4.

<sup>13</sup> See 47 C.F.R. § 63.18(a).

*Transferor:* MR. PETE R. PIZARRO  
c/o eLandia International, Inc.  
8200 NW 52nd Terrace  
Suite 102  
Miami, Florida 33166  
+1 305 415 8830  
+1 214 969 7500

*Transferee:* AMPER, S.A.  
Calle Marconi, 3  
Parque Tecnológico Madrid  
28760 Tres Cantos Madrid  
Spain  
+34 91 724 3000

**(b) Applicants' Places of Incorporation<sup>14</sup>**

ASLI is an American Samoa corporation. Mr. Pizarro is an individual and a citizen of the United States. Amper is a Spanish *sociedad anónima*, i.e., corporation.

**(c) Contact Information<sup>15</sup>**

The Commission should address correspondence regarding this application to:

*Transferor  
and  
Licensee* Diana Abril  
General Counsel  
ELANDIA INTERNATIONAL, INC.  
8200 NW 52nd Terrace  
Suite 102  
Miami, Florida 33166  
+1 305 415 8830

*Transferee* José Martos Martínez  
General Counsel  
AMPER, S.A.  
Calle Marconi, 3  
Parque Tecnológico Madrid  
28760 Tres Cantos Madrid  
Spain  
+34 91 724 3000

*Counsel* Kent D. Bressie

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<sup>14</sup> *See id.* § 63.18(b).

<sup>15</sup> *See id.* § 63.18(c).

*for the*            WILTSHIRE & GRANNIS LLP  
*Applicants*    1200 18th Street, N.W., Suite 1200  
Washington, D.C. 20036-2560  
+1 202 730 1337 tel  
+1 202 730 1301 fax  
*kbressie@wiltshiregrannis.com*

**(d) International Section 214 Authorizations<sup>16</sup>**

ASLI holds an international Section 214 authorization for global or limited global facilities-based service (FCC File No. ITC-214-19981207-00860) and an international section 214 authorization for global resale service (FCC File No. ITC-214-19980918-00671).<sup>17</sup>

**(e)** No response is required.<sup>18</sup>

**(f)** No response is required.<sup>19</sup>

**(g)** No response is required.<sup>20</sup>

**(h) Ownership, Citizenship, Principal Business, and Interlocking Directorates<sup>21</sup>**

Diagrams showing the direct and indirect ownership of the Applicants are provided at Exhibits A and B. Exhibit A shows the pre-consummation ownership structure of eLandia and its subsidiaries. Exhibit B shows the post-consummation ownership structure of eLandia and its subsidiaries.

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<sup>16</sup> See *id.* § 63.18(d).

<sup>17</sup> *Overseas Common Carrier Section 214 Applications and Section 310(b)(4); Actions Taken*, Public Notice, Report No. TEL-00059, 14 FCC Rcd. 4996 (1999); *Overseas Common Carrier Section 214 Applications and Section 310(b)(4); Actions Taken*, Public Notice, Report No. TEL-00031, 13 FCC Rcd. 22,621 (1998).

<sup>18</sup> See 47 C.F.R. § 63.24(e)(2).

<sup>19</sup> See *id.*

<sup>20</sup> See *id.*

<sup>21</sup> See *id.* § 63.18(h).

By its signature below, Amper certifies that ASLI will have the following 10-percent-or-greater shareholders following the consummation of the Proposed Acquisition:

(i) ASLI

ASLI is a wholly-owned, direct subsidiary of **AST Telecom, LLC d/b/a Blue Sky Communications (“Blue Sky”)**, a Delaware limited-liability company. Blue Sky’s address is: P.O. Box 478, Pago Pago, American Samoa 96799. Blue Sky’s principal business is providing communications services in American Samoa.

Blue Sky is a wholly-owned, direct subsidiary of **eLandia**, a Delaware corporation. eLandia’s address is: 8200 NW 52nd Terrace, Suite 102, Miami, Florida 33166. eLandia is a diversified holding company with investments in the information technology and communications sectors.

eLandia is currently controlled by **Mr. Pizarro**, trustee of the Voting Trust and an individual shareholder in eLandia, as described in part I.A above. Following the consummation of the Proposed Acquisition, Mr. Pizarro will individually own and control 0.42 percent of the voting stock of eLandia. Mr. Pizarro is a U.S. citizen and is the Chief Executive Officer of eLandia. Mr. Pizarro’s address is: c/o eLandia International, Inc., 8200 NW 52nd Terrace, Suite 102, Miami, Florida 33166.

**Amper** is a Spanish *sociedad anónima*, i.e., corporation. As described in part I.A above, Amper operates as a Spanish holding company whose shares trade publicly on the Madrid Stock Exchange under the symbol AMP. Amper’s address is: Calle Marconi, 3, Parque Tecnológico Madrid, 28760 Tres Cantos Madrid, Spain. Amper’s operating units concentrate in three sectors: (1) telecoms; (2) defense; and (3) homeland security. Following consummation of the Proposed

Acquisition, Amper will hold a direct 84.88-percent interest in eLandia, and an indirect 84.88-percent interest in ASLI.

Amper's only 10-percent-or-greater shareholder is **Tvikap AB** ("Tvikap"). Tvikap is an *aktiebolaget, i.e.*, corporation organized in the Kingdom of Sweden. Tvikap's address is: Höllandargatan 27, SE, 113 59 Stockholm, Sweden. Tvikap's principal business is managing investments for institutional and private clients. Tvikap is privately held, owned by more than forty (40) corporate and individual investors and has no majority or controlling owner. Tvikap owns 22.011 percent of Amper's shares. Following consummation of the Proposed Acquisition, Tvikap will hold, on a fully-diluted basis, an indirect 18.68-percent interest in eLandia, and an indirect 18.68-percent interest in ASLI.

ASLI does not have any interlocking directorates with a foreign carrier.

**(i) Certification Regarding Foreign Carrier Status and Foreign Affiliations<sup>22</sup>**

By its signature below, Amper certifies that neither Amper nor ASLI has any affiliation with a foreign carrier as a consequence of the Proposed Acquisition.

**(j) Certification Regarding Destination Markets<sup>23</sup>**

By its signature below, Amper certifies that as a consequence of the Proposed Acquisition: (1) neither Amper nor ASLI is a foreign carrier in any destination country to which Amper or ASLI seeks to provide telecommunications services; (2) neither Amper nor ASLI controls a foreign carrier in any destination country to which Amper or ASLI seeks to provide international telecommunications services; (3) no entity owning more than 25 percent of ASLI or controlling ASLI controls a foreign carrier in any destination country to which Amper or ASLI

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<sup>22</sup> See 47 C.F.R. § 63.18(i).

<sup>23</sup> See *id.* § 63.18(j).



seeks to provide international telecommunications services; and (4) no grouping of two or more foreign carriers (or parties that control foreign carriers) in any destination country to which Amper or ASLI seek to provide international telecommunications services own, in aggregate, more than 25 percent of ASLI and are parties to, or beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

**(k) Certification Regarding WTO Status, Market Power, and the Effective Competitive Opportunities Test<sup>24</sup>**

As Amper has not made any affirmative certifications regarding foreign carrier affiliations in response to Section 63.18(j) of the Commission's rules, Amper need not make a showing regarding WTO status under Section 63.18(k) of the Commission's rules.

**(l) Certification Regarding Resale of International Switched Services<sup>25</sup>**

As Amper has not made any affirmative certifications regarding foreign carrier affiliations in response to Section 63.18(j) of the Commission's rules, Amper need not make a showing regarding the resale of international switched services to an unaffiliated carrier under Section 63.18(l) of the Commission's rules.

**(m) Certification Regarding Non-Dominant Status<sup>26</sup>**

As Amper has not made any affirmative certifications regarding foreign carrier affiliations in response to Section 63.18(j) of the Commission's rules, Amper need not make a showing regarding non-dominant status under Section 63.18(m) of the Commission's rules.

**(n) Certification Regarding Special Concessions<sup>27</sup>**

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<sup>24</sup> See *id.* § 63.18(k).

<sup>25</sup> See *id.* § 63.18(l).

<sup>26</sup> See *id.* § 63.18(m).

By its signature below, Amper certifies that neither Amper nor ASLI has agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and that neither it nor ASLI will enter into any such agreements in the future.

**(o) Certification Regarding the Anti-Drug Abuse Act of 1988<sup>28</sup>**

By its signature below, Amper certifies that no party to this application is subject to a denial of federal benefits under Section 5301 of the Anti-Drug Abuse Act of 1988, as amended.

**(p) Streamlined Processing<sup>29</sup>**

The Applicants seek streamlined processing of this request for consent to transfer control of international Section 214 licensee ASLI under Section 63.12 of the Commission's rules because neither Amper nor ASLI is affiliated with any foreign carrier. Moreover, the Proposed Acquisition raises no competition or other public interest concerns that would warrant a denial of streamlined processing.

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<sup>27</sup> See *id.* § 63.18(n).

<sup>28</sup> See *id.* § 63.18(o).

<sup>29</sup> See *id.* § 63.18(p).

## CONCLUSION

For the foregoing reasons, the Commission should expeditiously grant this transfer of control application pursuant to streamlined processing.

Respectfully submitted,

**PETE R. PIZARRO**

\_\_\_\_\_/s/\_\_\_\_\_  
\_\_\_\_\_

c/o eLandia International, Inc.  
8200 NW 52nd Terrace  
Suite 102  
Miami, Florida 33166  
+1 305 415 8830 tel

**AMPER, S.A.**

\_\_\_\_\_/s/\_\_\_\_\_  
\_\_\_\_\_

José Martos Martínez  
General Counsel

Calle Marconi, 3  
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28760 Tres Cantos Madrid  
Spain  
+34 91 724 3000

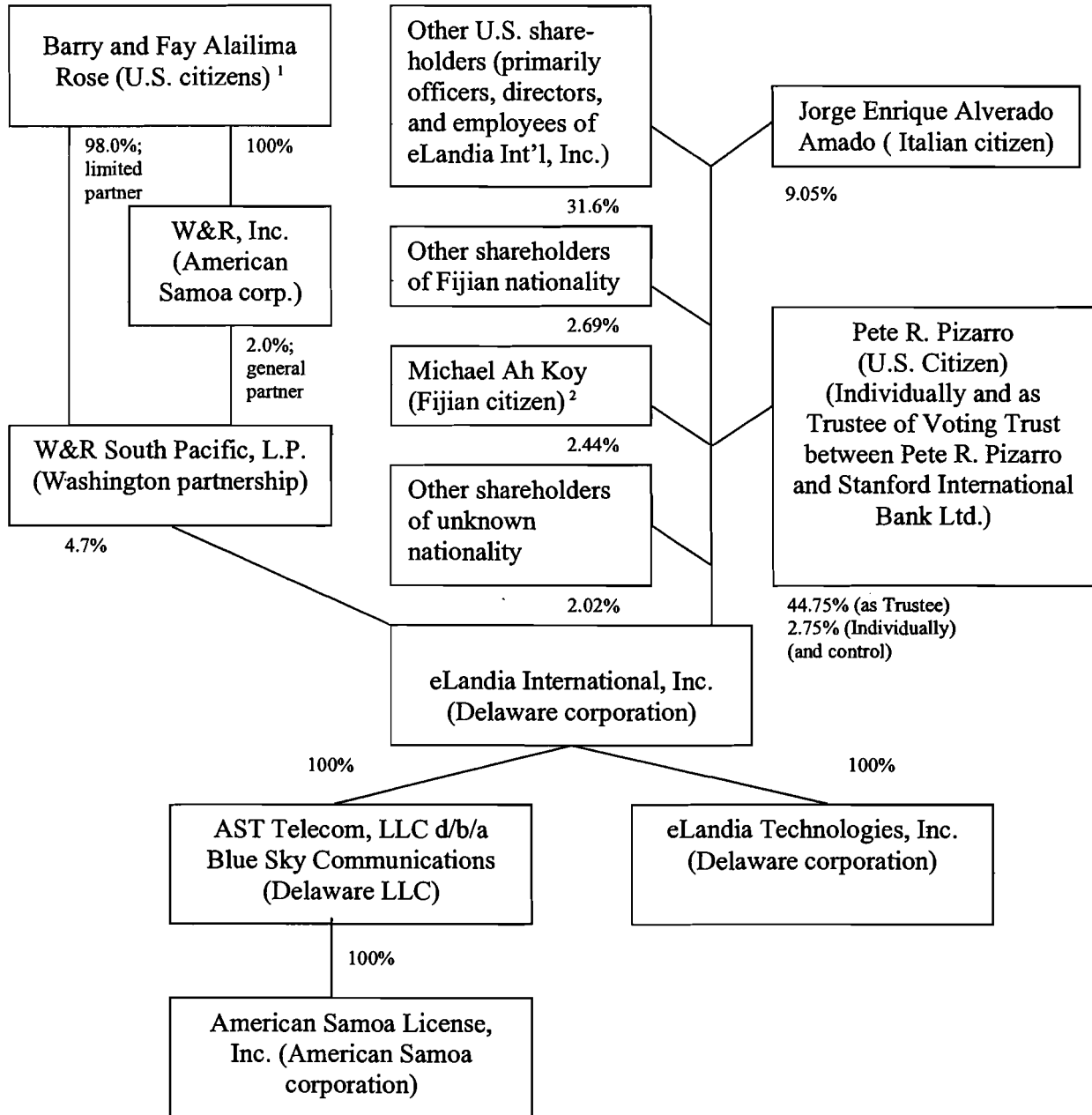
22 October 2010

Attachments

## **LIST OF EXHIBITS**

- Exhibit A:   Diagram Showing Pre-Transaction Direct and Indirect Ownership of the Applicants**
- Exhibit B:   Diagram Showing Post-Transaction Direct and Indirect Ownership of the Applicants**
- Exhibit C:   Diagram Showing Pre-Transaction Amper/Medidata and eLandia Structures**
- Exhibit D:   Diagram Showing Post-Transaction Amper/Medidata/eLandia Structure**

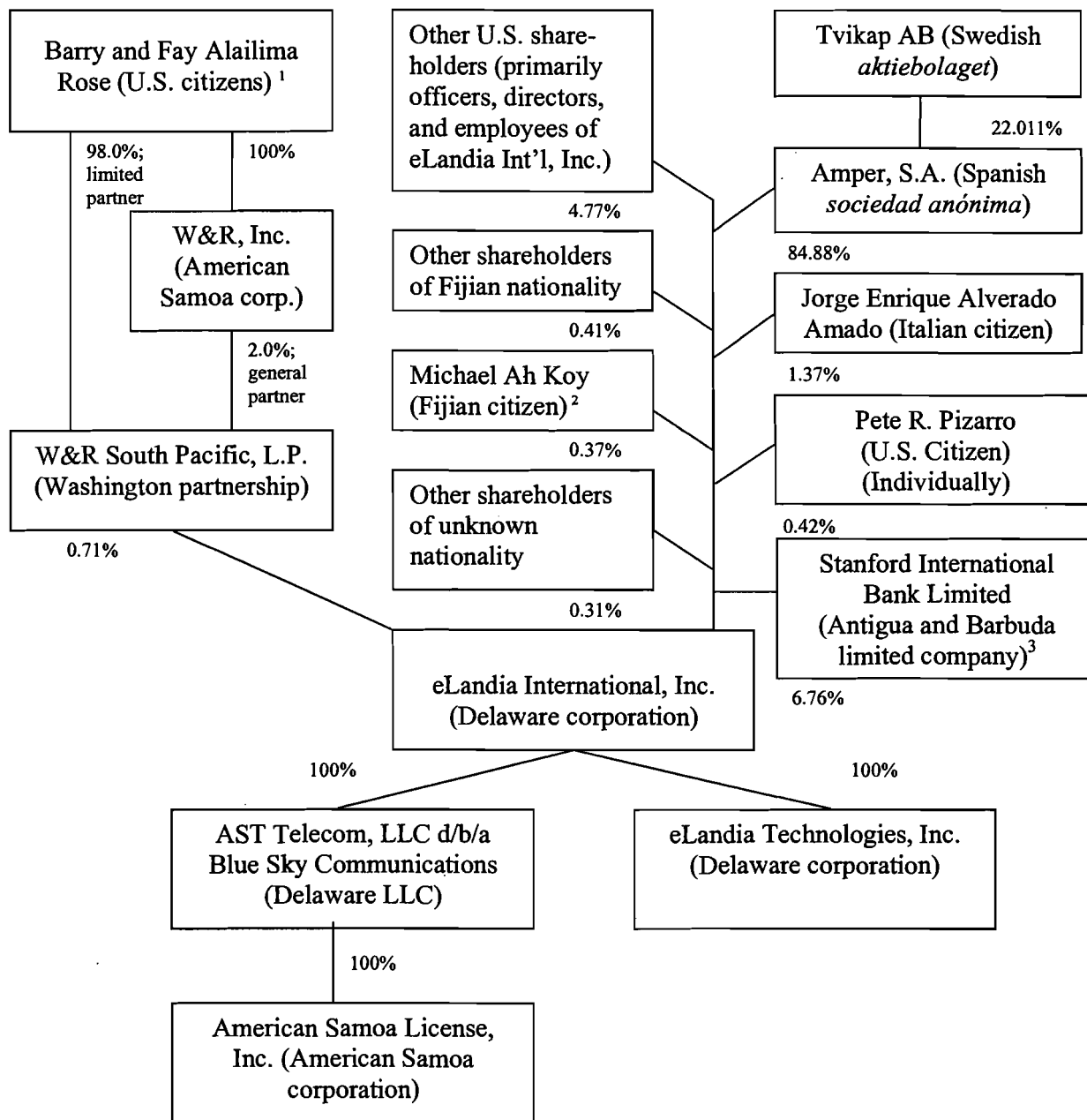
**Exhibit A:**  
**Current Ownership of eLandia International, Inc., eLandia Technologies, Inc., and**  
**American Samoa License, Inc.**



<sup>1</sup> Barry and Fay Alailima Rose are husband and wife and hold their ownership interests jointly.

<sup>2</sup> Michael Ah Koy's interest reflects direct shareholdings and his indirect interest as a beneficiary and trustee of the James Michael Ah Koy Trust, the shareholdings of which are also reflected in the total number for Mr. Ah Koy.

**Exhibit B:**  
**Post-Consummation Ownership of eLandia International, Inc., eLandia Technologies, Inc.,  
and American Samoa License, Inc.**

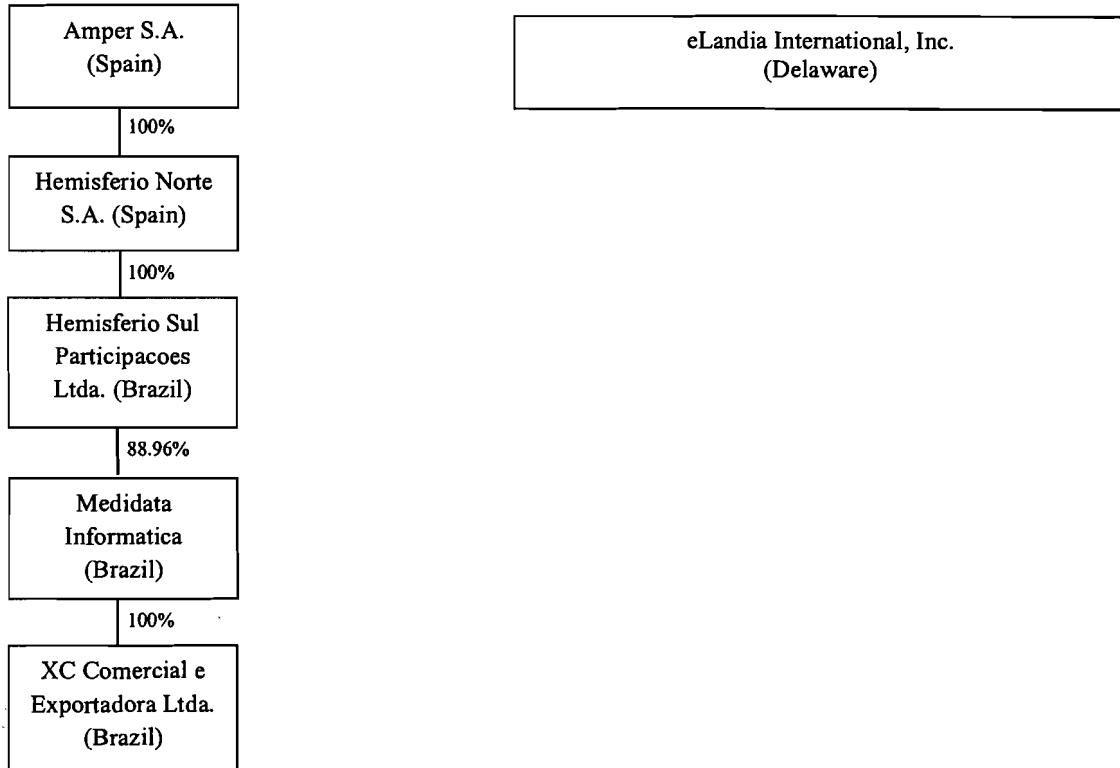


<sup>1</sup> Barry and Fay Alailima Rose are husband and wife and hold their ownership interests jointly.

<sup>2</sup> Michael Ah Koy's interest reflects direct shareholdings and his indirect interest as a beneficiary and trustee of the James Michael Ah Koy Trust, the shareholdings of which are also reflected in the total number for Mr. Ah Koy.

<sup>3</sup> These shares will be controlled by the Receiver, who is a U.S. citizen.

**Exhibit C:**  
**Pre-Consummation Structures of Amper S.A./Medidata Informatica and eLandia International, Inc.**



**Exhibit D:**  
**Post-Consummation Structure of Amper S.A./Medidata Informatica/eLandia International, Inc.**

